FRD1607 03/13/90 ccg

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS (FRD)
2700 First American Center
Nashville, Tennessee 37238

SPECIAL WARRANTY DEED
(Lot 37P)

BOOK 8064 PAGE 610

Address New Owner	Send Tax Bills To	Map-Parcel Number(s):
Fountain Square Joint Venture c/o Felix R. Dowsley Bass, Berry & Sims 2700 First American Center Nashville, TN 37238	Same	MAP 70-11 PARCEL 7

WHEREAS, on September 8, 1989, Lakeside Joint Venture, a Tennessee limited partnership, MetroCenter Properties, a Tennessee general partnership, MetroCenter Properties, Inc., a Delaware corporation, Cumberland Bend Investments, Inc., a Delaware corporation, and MetroCenter Realty Services, Inc., a Delaware corporation (collectively the "Debtors"), filed for protection under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Middle District of Tennessee (the "Court"); and

WHEREAS, the Debtors filed a joint plan of reorganization (the "Plan") to provide for the distribution and liquidation of certain of the Debtors' property; and

WHEREAS, the Plan was confirmed by the Court pursuant to an Order entered February 28, 1990, which Order is of record in Book 8058, page 830, Register's Office for Davidson County, Tennessee.

NOW, THEREFORE, FOR AND IN CONSIDERATION of the foregoing and the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, LAKESIDE JOINT VENTURE, a Tennessee limited partnership, Debtor-In-Possession ("Grantor") has bargained and sold, and by these presents does transfer and convey unto FOUNTAIN SQUARE JOINT VENTURE, a Tennessee general partnership ("Grantee"), its successors and assigns, certain tracts or parcels of land in Davidson County, Tennessee, described on Exhibit A attached hereto (the "Premises").

TO HAVE AND TO HOLD the Premises with the appurtenances, hereditaments, estate, title, and interest thereto belonging to Grantee, its successors and assigns, forever. Grantor covenants that, subject to the matters set forth on Exhibit B attached hereto, Grantor is lawfully seized and possessed of the Premises in fee simple, has good right to convey it, and that same is unencumbered.

Grantor further covenants and binds itself and its successors to warrant specially and forever defend the title to the Premises to Grantee, its successors and assigns, against the lawful claims of all persons claiming through and under Grantor (except claims arising out of the matters set forth on Exhibit B attached hereto), but not further or otherwise.

Each of MetroCenter Properties, a Tennessee general partnership, and MetroCenter Properties, Inc., a Delaware corporation, joins in this instrument for the sole purpose of covenanting and binding

itself, its successors and assigns, to warrant specially and forever defend the title to the property conveyed herein against the lawful claims of all persons claiming through and under it (except claims arising out of the matters set forth on Exhibit B attached hereto), but not further or otherwise.

WITNESS our hands this 13th day of March, 1990.

LAKESIDE JOINT VENTURE,
a Tennessee limited partnership

By: MetroCenter Realty Services, Inc., a Delaware corporation, its sole general partner

By: Gary L. Daugherty
Gary L. Daugherty, Vice President (Title) JH

METROCENTER PROPERTIES,
a Tennessee general partnership

By: MetroCenter Properties, Inc., a Delaware corporation, general partner

By: Randall W. Parham
Title: Randall W. Parham, Vice President JH

METROCENTER PROPERTIES, INC.,
a Delaware corporation

By: Randall W. Parham
Title: Randall W. Parham, Vice President JH

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared David Daugherty, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Vice President of MetroCenter Realty Services, Inc., a corporation and the sole general partner of Lakeside Joint Venture, the within named bargainor, a Tennessee limited partnership, and that he, as such Vice President, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself.

WITNESS my hand and seal, at office in Nashville, Davidson County, Tennessee, this 13th day of March, 1990.

Connie M. Cartwright
Notary Public

My Commission Expires:

9/26/92

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, a Notary Public, Randall W. Parham, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Vice President of MetroCenter Properties, Inc., a corporation that is a general partner of MetroCenter Properties, a general partnership, and is authorized by the corporation, the corporation being authorized by the partnership, to execute this instrument on behalf of the partnership.

WITNESS my hand, at office, this 13th day of March, 1990.

Connie M. Conhuright
Notary Public

My Commission Expires:

9/26/92

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, Connie M. Conhuright, a Notary Public, Randall W. Parham, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Vice President of MetroCenter Properties, Inc., a corporation, and is authorized by the corporation to execute this instrument on behalf of the corporation.

WITNESS my hand, at office, this 13th day of March, 1990.

Connie M. Conhuright
Notary Public

My Commission Expires:

9/26/92

This transfer is made pursuant to a Plan of Reorganization confirmed by Order of the United States Bankruptcy Court for the Middle District of Tennessee, entered February 28, 1990, of record in Book 8058, page 830, Register's Office for Davidson County, Tennessee, and therefore is exempt from recordation tax under Section 1146(c) of the United States Bankruptcy Code.

EXHIBIT A BOOK 8064 PAGE 613

Legal Description
(Lot No. 37P)

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, located on the southerly side of Mainstream Drive, west of Great Circle Road, being Lot No. 37P as shown on the plan of Section 16, MetroCenter, as of record in Book 5190, page 520, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at a point in the southerly margin of Mainstream Drive, said point being westerly 730.06 feet from the centerline of Great Circle Road; THENCE, leaving said margin South 22 degrees 38 minutes West, 306.43 feet to a point; THENCE, South 78 degrees 40 minutes West, 437.80 feet to a point; THENCE, with the easterly line of Lot 37H, North 20 degrees 33 minutes West, 248.56 feet to a point in the southerly margin of Mainstream Drive; THENCE, with said margin North 65 degrees 52 minutes 20 seconds East, 198.98 feet to a point; THENCE, continuing with said margin with a curve to the right 463.11 feet to the point of beginning, said curve having a central angle of 34 degrees 27 minutes 35 seconds a radius of 770.00 feet, a tangent of 238.79 feet and a chord of North 83 degrees 06 minutes 08 seconds East, 456.16 feet; containing 3.66 acres, more or less.

Being part of the same property conveyed to MetroCenter Properties, a Tennessee general partnership composed of Aladdin Resources, Inc., a Delaware corporation, managing partner, by instruments of record in Book 4983, page 781, Book 5328, page 634, and Book 5584, page 51, and Cumberland Bend Investments, Inc., by instrument of record in Book 5718, page 52, Register's Office for Davidson County, Tennessee.

Being property conveyed to Lakeside Joint Venture by Quitclaim Deed of record in Book 8061, page 958, said Register's Office.

EXHIBIT B

BOOK 8064 PAGE 614

Permitted Exceptions
(Lot No. 37P)

1. Metropolitan Government Taxes for 1990 and subsequent years;

2. Restrictive Covenants - Mat-Nel Company of record in Book 4784, page 659 as made applicable to this property by Restrictive Covenants - MetroCenter Properties of record in Book 7012, page 62; Restrictive Covenants - MetroCenter of record in Book 5242, page 389 (as made applicable to other lands by Restrictive Covenants - MetroCenter of record in Book 5419, page 436); both restrictive covenants as modified in Modification to Restrictive Covenants - MetroCenter Properties of record in Book 5792, page 787; restrictions against competing hotels or motels in Memorandum of Lease of record in Book 5225, page 112, and in Exclusive Covenant - MetroCenter Properties of record in Book 5225, page 120; and restrictions in Declaration of record in Book 7012, page 61, Register's Office for Davidson County, Tennessee (PROVIDED, HOWEVER, that the right of repurchase in favor of MetroCenter Properties (or the "Mat-Nel Company") as set forth in Book 4784, page 698, and in Book 5242, page 393, is NOT a permitted exception and has been released by instrument of record in Book 8064, page 560);

3. Declaration of Agreements, Charges, Assessments and Liens for MetroCenter Business Park, of record in Book 7487, page 952, Register's Office for Davidson County, Tennessee (except for any lien for assessments accruing prior to the date of this deed);

4. Those items as shown on the plan of record in Book 5190 page 520, Register's Office for Davidson County, Tennessee.

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IDENTIFIER - TIREFERENCE

MAR 14 12 40 PM '90

DAVIDSON COUNTY TN.

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